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NextWave Wireless Inc.  
Form SC 13G/A  
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

-----  
SCHEDULE 13G/A  
(Rule 13d-102)  
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Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934

NEXTWAVE WIRELESS INC.  
(Name of Issuer)

COMMON STOCK PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

65337Y102  
(CUSIP Number)

December 31, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

Schedule 13G/A

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Partners

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

-----

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY			1,517,456
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
			1,517,456

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,517,456

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.6%

-----

(12) TYPE OF REPORTING PERSON  
PN

-----

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Institutional Partners, L.P.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) [ ]  
(b) [X]

-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,553,178  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,553,178  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,553,178  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.8%  
-----  
(12) TYPE OF REPORTING PERSON  
PN  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
M. H. Davidson & Co.  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York  
-----

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NUMBER OF SHARES	(5)	SOLE VOTING POWER 0	
-----			
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 186,462	
-----			
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0	
-----			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 186,462	
-----			
	(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 186,462	
-----			
	(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[ ]
-----			
	(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
-----			
	(12)	TYPE OF REPORTING PERSON PN	
-----			

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(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner International, Ltd.
-----	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [ ] (b) [X]
-----	
(3)	SEC USE ONLY
-----	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands
-----	

NUMBER OF SHARES	(5)	SOLE VOTING POWER 0	
-----			
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 3,132,946	
-----			
EACH	(7)	SOLE DISPOSITIVE POWER	

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0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,132,946

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,132,946

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.4%

-----

(12) TYPE OF REPORTING PERSON  
CO

-----

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Serena Limited

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

-----

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 104,323

-----

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

-----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
104,323

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
104,323

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-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.1%  
-----  
(12) TYPE OF REPORTING PERSON  
CO  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Event Driven Equities Fund LP  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 55,061  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
55,061  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
55,061  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.1%  
-----  
(12) TYPE OF REPORTING PERSON

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PN

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Event Driven Equities International Ltd.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY			22,515
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
			22,515

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
22,515

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0%

-----

(12) TYPE OF REPORTING PERSON  
CO

-----

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Distressed Opportunities Fund LP

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)   
(b)

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY			338,479
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
			338,479

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
338,479

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.4%

-----

(12) TYPE OF REPORTING PERSON  
PN

-----

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Distressed Opportunities International Ltd.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)



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(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 659,198

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
659,198

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
659,198

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

(12) TYPE OF REPORTING PERSON  
CO

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
MHD Management Co.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF (5) SOLE VOTING POWER

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0

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER  
1,517,456

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,517,456

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,517,456

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.6%

-----

(12) TYPE OF REPORTING PERSON  
PN

-----

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner Advisers Inc.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

-----

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER  
2,553,178

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER  
0

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REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,553,178  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,553,178  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.8%  
-----  
(12) TYPE OF REPORTING PERSON  
IA  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Davidson Kempner International Advisors, L.L.C.  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER  
3,237,269  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,237,269  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,237,269  
-----

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.5%

(12) TYPE OF REPORTING PERSON  
OO

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DK Group LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 393,540

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
393,540

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
393,540

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.4%

(12) TYPE OF REPORTING PERSON  
OO

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DK Management Partners LP

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [ ]  
(b)  [X]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY			681,713
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
			681,713

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
681,713

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

-----

(12) TYPE OF REPORTING PERSON  
PN

-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DK Stillwater GP LLC  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 681,713  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
681,713  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
681,713  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%  
-----  
(12) TYPE OF REPORTING PERSON  
OO  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas L. Kempner, Jr.  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a) [ ]  
(b) [X]

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-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 166  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,570,550  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 166  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,570,550  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,570,716  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%  
-----  
(12) TYPE OF REPORTING PERSON  
IN  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Marvin H. Davidson  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
NUMBER OF (5) SOLE VOTING POWER  
0

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SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER  
8,569,617  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%  
-----  
(12) TYPE OF REPORTING PERSON  
IN  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Stephen M. Dowicz  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER  
8,569,617  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING -----



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PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

---

(12) TYPE OF REPORTING PERSON  
IN

---

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---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Scott E. Davidson

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,569,617

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT

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IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

(12) TYPE OF REPORTING PERSON  
IN

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CUSIP No. 65337Y102

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Michael J. Leffell

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,569,617

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

(12) TYPE OF REPORTING PERSON  
IN

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-----

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Timothy I. Levart

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom & United States

-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,569,617

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

-----

(12) TYPE OF REPORTING PERSON  
IN

-----

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Robert J. Brivio, Jr.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,569,617

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

(12) TYPE OF REPORTING PERSON  
IN

Schedule 13G/A  
CUSIP No. 65337Y102

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eric P. Epstein

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,569,617

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

(12) TYPE OF REPORTING PERSON  
IN

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Anthony A. Yoseloff

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

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BENEFICIALLY (6) SHARED VOTING POWER  
8,569,617  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,569,617  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%  
-----  
(12) TYPE OF REPORTING PERSON  
IN  
-----

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-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Avram Z. Friedman  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER  
8,569,617  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER

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8,569,617

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,569,617

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

(12) TYPE OF REPORTING PERSON  
IN

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ITEM 1(a). NAME OF ISSUER:  
Nextwave Wireless Inc. (the "Company")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
12670 High Bluff Drive  
San Diego, CA 92130

ITEM 2(a). NAME OF PERSON FILING:

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Davidson Kempner Partners, a New York limited partnership ("DKP");
- (ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP");
- (iii) M. H. Davidson & Co., a New York limited partnership ("CO");
- (iv) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");
- (v) Serena Limited, a Cayman Islands corporation ("Serena");
- (vi) Davidson Kempner Event Driven Equities Fund LP, a Delaware limited partnership ("EDEF");
- (vii) Davidson Kempner Event Driven Equities International Ltd., a Cayman Islands corporation ("EDEI");

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- (viii) Davidson Kempner Distressed Opportunities Fund LP, a Delaware limited partnership ("DKDOF");
- (ix) Davidson Kempner Distressed Opportunities International Ltd., a Cayman Islands corporation ("DKDOI");
- (x) MHD Management Co., a New York limited partnership and the general partner of DKP ("MHD");
- (xi) Davidson Kempner Advisers Inc., a New York corporation and the general partner of DKIP ("DKAI"), which is registered as an investment adviser with the U.S. Securities and Exchange Commission;
- (xii) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company and the manager of DKIL and Serena ("DKIA"); and

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- (xiii) DK Group LLC, a Delaware limited liability company and the general partner of EDEF and DKDOF ("DKG");
- (xiv) DK Management Partners LP, a Delaware limited partnership and the investment manager of EDEI and DKDOI ("DKMP");
- (xv) DK Stillwater GP LLC, a Delaware limited liability company and the general partner of DKMP ("DKS"); and
- (xvi) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levert, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman (collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levert are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS, and along with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman are limited partners of DKMP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

- (i) DKP - a New York limited partnership
- (ii) DKIP - a Delaware limited partnership



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- (iii) CO - a New York limited partnership
- (iv) DKIL - a British Virgin Islands corporation
- (v) Serena - a Cayman Islands corporation
- (vi) EDEF - a Delaware limited partnership
- (vii) EDEI - a Cayman Islands corporation
- (viii) DKDOF - a Delaware limited partnership
- (ix) DKDOI - a Cayman Islands corporation
- (x) MHD - a New York limited partnership
- (xi) DKAI - a New York corporation
- (xii) DKIA - a Delaware limited liability company

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- (xiii) DKG - a Delaware limited liability company
- (xiv) DKMP - a Delaware limited partnership
- (xv) DKS - a Delaware limited liability company
- (xvi) Thomas L. Kempner, Jr. - United States
- (xvii) Marvin H. Davidson - United States
- (xviii) Stephen M. Dowicz - United States
- (xix) Scott E. Davidson - United States
- (xx) Michael J. Leffell - United States
- (xxi) Timothy I. Levart - United Kingdom & United States
- (xxii) Robert J. Brivio, Jr. - United States
- (xxiii) Eric P. Epstein - United States
- (xxiv) Anthony A. Yoseloff - United States
- (xxv) Avram Z. Friedman - United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

COMMON STOCK PAR VALUE \$0.001 PER SHARE

ITEM 2(e). CUSIP NUMBER:

65337Y102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),

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CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act;
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (e)  Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940:  
see Rule 13d-1(b)(1)(ii)(E);

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- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund;  
see Rule 13d-1(b)(1)(ii)(F);
- (g)  Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h)  Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

### ITEM 4. OWNERSHIP.

The Principals may be deemed to beneficially own an aggregate of 8,569,617 Shares as a result of their voting and dispositive power over the 8,569,617 Shares beneficially owned by DKP, DKIP, DKIL, Serena, CO, EDEF, EDEI, DKDOF and DKDOI.(1)

DKIA may be deemed to beneficially own the 3,132,946 Shares beneficially owned by DKIL and the 104,323 Shares beneficially owned by Serena as a result of its voting and dispositive power over those Shares. DKAI may be deemed to beneficially own the 2,553,178 Shares beneficially owned by DKIP as a result of its voting and dispositive power over those Shares. MHD may be deemed to beneficially own the 1,517,456 Shares beneficially owned by DKP as a result of its voting and dispositive power over those Shares. DKG may be deemed to beneficially own the 338,479 Shares beneficially owned by DKDOF and the 55,061 shares beneficially owned by EDEF as a result of its voting and dispositive power over those Shares. DKMP and DKS may be deemed to beneficially own the 659,198 Shares beneficially owned by DKDOI and the 22,515 shares beneficially owned by EDEI as a result of their voting and dispositive power over those Shares.

In addition, Mr. Kempner may be deemed to beneficially own the following Shares: Thomas L. Kempner, Jr. Individual Retirement Account ("IRA"),

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as to 166 Shares; Katheryn C. Patterson ("Patterson"), as to 683 Shares; Katheryn C. Patterson Individual Retirement Account ("Patterson IRA"), as to 250 Shares. Patterson is Mr. Kempner's spouse.

A. DKP

- (a) Amount beneficially owned: 1,517,456
- (b) Percent of class: 1.6%
- (c) Number of shares as to which such person has:

-----  
1 The following foundations and trusts hold securities of the issuer and were established by the Principals: Thomas L. Kempner Jr. Foundation Inc. (1,100); Thomas Kempner and Thomas L. Kempner Jr. Trustees U/A/D FBO Thomas Nathaniel Kempner (16); Thomas L. Kempner, Thomas L. Kempner Trustees U/A/D FBO Trevor M. Kempner (33); John Freund and Mada Lyn Ciocca Trustees U/A/D FBO Jessica Kempner (33). The securities held by the trusts and foundations are not included with the holdings of the Principals on this Schedule 13G. The Reporting Persons disclaim beneficial ownership over these Shares pursuant to Section 16 of the Securities Exchange Act of 1934.

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 1,517,456
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition:  
1,517,456

B. DKIP

- (a) Amount beneficially owned: 2,553,178
- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 2,553,178
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition:  
2,553,178

C. CO

- (a) Amount beneficially owned: 186,462
- (b) Percent of class: 0.2%
- (c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 186,462
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition:  
186,462

D. DKIL

- (a) Amount beneficially owned: 3,132,946
- (b) Percent of class: 3.4%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote:  
3,132,946

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- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition:  
3,132,946

E. Serena

- (a) Amount beneficially owned: 104,323
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 104,323
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition:  
104,323

F. EDEF

- (a) Amount beneficially owned: 55,061
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 55,061
  - (iii) sole power to dispose or to direct the disposition: 0

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(iv) shared power to dispose or to direct the disposition:  
55,061

G. EDEI

(a) Amount beneficially owned: 22,515

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 22,515

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
22,515

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H. DKDOF

(a) Amount beneficially owned: 338,479

(b) Percent of class: 0.4%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 338,479

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
338,479

I. DKDOI

(a) Amount beneficially owned: 659,198

(b) Percent of class: 0.7%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 659,198

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
659,198

J. MHD

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- (a) Amount beneficially owned: 1,517,456
- (b) Percent of class: 1.6%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 1,517,456
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 1,517,456

K. DKAI

- (a) Amount beneficially owned: 2,553,178

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- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 2,553,178
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 2,553,178

L. DKIA

- (a) Amount beneficially owned: 3,237,269
- (b) Percent of class: 3.5%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 3,237,269
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 3,237,269

M. DKG

- (a) Amount beneficially owned: 393,540
- (b) Percent of class: 0.4%
- (c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 393,540
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition:  
393,540

N. DKMP

- (a) Amount beneficially owned: 681,713
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 681,713
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition:  
681,713

O. DKS

- (a) Amount beneficially owned: 681,713
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 681,713
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition:  
681,713

N. Thomas L. Kempner, Jr.

- (a) Amount beneficially owned: 8,570,716
- (b) Percent of class: 9.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 166
  - (ii) shared power to vote or to direct the vote: 8,570,550
  - (iii) sole power to dispose or to direct the disposition: 166

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(iv) shared power to dispose or to direct the disposition:  
8,570,550

P. Marvin H. Davidson

(a) Amount beneficially owned: 8,569,617

(b) Percent of class: 9.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 8,569,617

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(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
8,569,617

Q. Stephen M. Dowicz

(a) Amount beneficially owned: 8,569,617

(b) Percent of class: 9.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 8,569,617

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
8,569,617

R. Scott E. Davidson

(a) Amount beneficially owned: 8,569,617

(b) Percent of class: 9.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 8,569,617

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
8,569,617

S. Michael J. Leffell

(a) Amount beneficially owned. 8,569,617



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- (b) Percent of class: 9.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 8,569,617
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 8,569,617

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T. Timothy I. Levert

- (a) Amount beneficially owned: 8,569,617
- (b) Percent of class: 9.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 8,569,617
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 8,569,617

U. Robert J. Brivio, Jr.

- (a) Amount beneficially owned: 8,569,617
- (b) Percent of class: 9.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 8,569,617
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 8,569,617

V. Eric P. Epstein

- (a) Amount beneficially owned: 8,569,617
- (b) Percent of class: 9.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0

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(ii) shared power to vote or to direct the vote: 8,569,617

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
8,569,617

W. Anthony A. Yoseloff

(a) Amount beneficially owned: 8,569,617

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(b) Percent of class: 9.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 8,569,617

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
8,569,617

X. Avram Z. Friedman

(a) Amount beneficially owned: 8,569,617

(b) Percent of class: 9.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 8,569,617

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:  
8,569,617

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT  
HOLDING COMPANY.

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

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Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2008

DAVIDSON KEMPNER PARTNERS  
By: MHD Management Co.,  
its General Partner

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL  
PARTNERS, L.P.  
By: Davidson Kempner Advisers Inc.,  
its General Partner

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: President

M.H. DAVIDSON & CO.

/S/ THOMAS L. KEMPNER, JR.  
-----

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Name: Thomas L. Kempner, Jr.  
Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL,  
LTD.  
By: Davidson Kempner International Advisors,  
L.L.C.,  
its Investment Manager

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

SERENA LIMITED  
By: Davidson Kempner International Advisors,  
L.L.C.,  
its Investment Manager

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

Schedule 13G/A  
CUSIP No. 65337Y102

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DAVIDSON KEMPNER EVENT DRIVEN  
EQUITIES FUND LP  
By: DK Group LLC,  
its General Partner

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER EVENT DRIVEN  
EQUITIES INTERNATIONAL LTD.  
By: DK Management Partners LP,  
its Investment Manager  
By: DK Stillwater GP LLC, its general  
partner

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES FUND LP  
By: DK Group LLC  
its General Partner

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
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DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES INTERNATIONAL LTD.  
By: DK Management Partners LP  
its Investment Manager  
By: DK Stillwater GP LLC, its general

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partner

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

MHD MANAGEMENT CO.

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: President

DAVIDSON KEMPNER INTERNATIONAL

Schedule 13G/A  
CUSIP No. 65337Y102

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ADVISORS, L.L.C.

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DK GROUP LLC

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DK MANAGEMENT PARTNERS LP  
By: DK Stillwater GP LLC, its general  
partner

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DK STILLWATER GP LLC

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

/S/ THOMAS L. KEMPNER, JR.

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-----  
Thomas L. Kempner, Jr.

/S/ MARVIN H. DAVIDSON  
-----

Marvin H. Davidson

/S/ STEPHEN M. DOWICZ  
-----

Stephen M. Dowicz

/S/ SCOTT E. DAVIDSON  
-----

Scott E. Davidson

/S/ MICHAEL J. LEFFELL  
-----

Michael J. Leffell

/S/ TIMOTHY I. LEVART  
-----

Timothy I. Levart

/S/ ROBERT J. BRIVIO, JR.  
-----

Robert J. Brivio, Jr.

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CUSIP No. 65337Y102

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/S/ ERIC P. EPSTEIN  
-----

Eric P. Epstein

/S/ ANTHONY A. YOSELOFF  
-----

Anthony A. Yoseloff

/S/ AVRAM Z. FRIEDMAN  
-----

Avram Z. Friedman

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CUSIP No. 65337Y102

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EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all

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subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2008

DAVIDSON KEMPNER PARTNERS  
By: MHD Management Co.,  
its General Partner

/S/ THOMAS L. KEMPNER, JR.  
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LTD.  
By: Davidson Kempner International Advisors,  
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/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

Schedule 13G/A  
CUSIP No. 65337Y102

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SERENA LIMITED  
By: Davidson Kempner International Advisors,  
L.L.C.,  
its Investment Manager

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER EVENT DRIVEN

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EQUITIES FUND LP  
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MHD MANAGEMENT CO.

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: Managing Partner

Schedule 13G/A  
CUSIP No. 65337Y102

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DAVIDSON KEMPNER ADVISERS INC.

/S/ THOMAS L. KEMPNER, JR.  
-----

Name: Thomas L. Kempner, Jr.  
Title: President

DAVIDSON KEMPNER INTERNATIONAL ADVISORS,  
L.L.C.

/S/ THOMAS L. KEMPNER, JR.  
-----



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Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

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Marvin H. Davidson

/S/ STEPHEN M. DOWICZ  
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Stephen M. Dowicz

/S/ SCOTT E. DAVIDSON  
-----

Scott E. Davidson

/S/ MICHAEL J. LEFFELL  
-----

Michael J. Leffell

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CUSIP No. 65337Y102

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/S/ TIMOTHY I. LEVART  
-----

Timothy I. Levart

/S/ ROBERT J. BRIVIO, JR.  
-----

Robert J. Brivio, Jr.

/S/ ERIC P. EPSTEIN  
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Eric P. Epstein

/S/ ANTHONY A. YOSELOFF

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Anthony A. Yoseloff

/S/ AVRAM Z. FRIEDMAN

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Avram Z. Friedman